

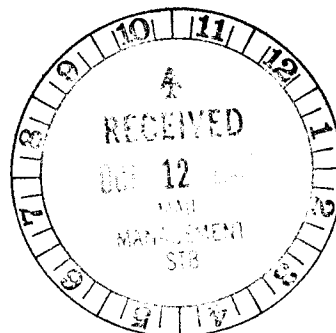


First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

October 11, 2000

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 7, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a secondary document under Recordation Number 22574, filed December 7, 1999. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ackerman Beardsley Bennett Inc.
168 Battery Street
Burlington, VT 05401

A description of the railroad equipment covered by the enclosed document is fifty-two (52) 5150/5250 cubic foot covered hopper cars, with car numbers FURX 850052 - 851092, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Ackerman, Beardsley Bennett, Inc., Lessee, covering 52 5150/5250 cubic foot covered hopper cars, with car numbers FURX 850052 - 851092, non-inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(ABBI015)

RECORDATION NO. 22574-A FILED

OCT 17 '00 19-53 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of August, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 7th day of Aug, 2000.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

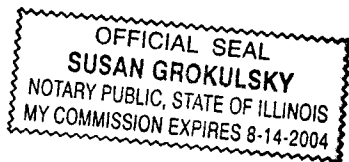
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of August, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)

RECORDATION NO. 22574-A FILED

OCT 17 '00 19-53 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

ACKERMAN, BEARDSLEY, BENNETT, INC.

By: 

Name: DON APPE

Title: PRESIDENT

ATTEST:

By: 

Name: KAREN L. ROWELL

Title: Secretary

Executed on this 17th day of July, 2000.

[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, KAREN L. ROWELL, a Notary Public of the County and State aforesaid, certify that DON APPE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of July, 2000.


Notary Public

Commission Expires:

2/10/03
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-two

DESCRIPTION OF CARS: 5150/5250 c.f. Covered Hoppers

CAR NUMBERS: See below

FURX	850052	FURX	850859
FURX	850087	FURX	850862
FURX	850118	FURX	850869
FURX	850173	FURX	850889
FURX	850178	FURX	850890
FURX	850194	FURX	850893
FURX	850239	FURX	851003
FURX	850255	FURX	851016
FURX	850258	FURX	851017
FURX	850279	FURX	851023
FURX	850299	FURX	851039
FURX	850304	FURX	851043
FURX	850341	FURX	851059
FURX	850359	FURX	851061
FURX	850377	FURX	851066
FURX	850390	FURX	851071
FURX	850391	FURX	851082
FURX	850450	FURX	851092
FURX	850455	Count:	52
FURX	850549		
FURX	850551		
FURX	850558		
FURX	850662		
FURX	850696		
FURX	850754		
FURX	850758		
FURX	850760		
FURX	850768		
FURX	850784		
FURX	850799		
FURX	850804		
FURX	850809		
FURX	850849		
FURX	850854		